

Exhibit 1

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)

Re: 12/14/09 Agenda Item No. 3
Various Docket Numbers²

**ORDER APPROVING QUARTERLY
FEE APPLICATIONS FOR THE THIRTY-THIRD PERIOD**

Upon the thirty-second quarterly fee applications (the “Applications”)³ of the
Professionals referenced on **Exhibit A** attached hereto for the period of April 1, 2009 through
June 30, 2009, (the “Compensation Period”), pursuant to sections 105(a) and 331 of title 11 of

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Re: Docket Numbers: 22523, 22708, 22716, 22719, 22751, 22753, 22757, 22759, 22765, 22767, 22792, 22799, 22810, 22811, 22816, 22828, 22829, 22830, 22831, 22832, 22833, 22869, 22874, 22980, 23030, 23155, 23140, 23201, 23243, 23244, 23263, 23367, 23394, 23470, 23471, 23511, 23693, 23698, 23719, 23729 and 23732.

³ Capitalized terms not defined in this order shall have the meaning ascribed to them in the Interim Compensation Order.

the United States Code (the “Bankruptcy Code”), Fed. R. Bankr. P. 2016 and the Amended Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (the “Interim Compensation Order”); and it appearing that the Court has jurisdiction to consider the Applications and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Applications as modified on **Exhibit A** hereto are granted; and it is further

ORDERED that each of the Professionals is allowed in the amounts set forth in **Exhibit A** (i) compensation for services rendered during the Compensation Period and (ii) reimbursement for actual and necessary expenses incurred during the Compensation Period; and it is further

ORDERED that the Debtors are authorized and directed to make payment to each of the Professionals, 100% of any and all fees and 100% of any and all expenses listed in **Exhibit A** that have not yet been paid pursuant to the Interim Compensation Order, provided, however, that all fees and expenses paid pursuant to this order are subject to final allowance by the Court pursuant to the terms of the Interim Compensation Order; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: _____, 2009

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

Exhibit A

W.R. Grace – 33rd Interim (April – June 2009)
Fee and Expense Chart with Recommendations
Exhibit A

ANDERSON KILL & OLICK, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22829	TOTAL:	\$986,833.00	\$11,359.81	\$986,833.00	\$11,359.81

DAVID T. AUSTERN					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23729	TOTAL:	\$32,800.00	\$1,166.43	\$32,800.00	\$1,166.43

JANET S. BAER, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22816	TOTAL:	\$383,812.50	\$18,946.28	\$383,187.50	\$18,946.28

BEVERIDGE & DIAMOND, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23394	TOTAL:	\$172,459.70	\$2,682.67	\$172,459.70	\$2,682.67

BILZIN SUMBERG DUNN BAENA PRICE & AXELROD LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22810	TOTAL	\$144,462.50	\$41,127.83	\$144,298.50	\$41,127.83

BLACKSTONE ADVISORY SERVICES L.P.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23140	TOTAL:	\$500,000.00	\$10,506.57	\$500,000.00	\$10,506.57

BMC GROUP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23732	TOTAL:	\$512,989.00	\$86,904.61	\$512,989.00	\$86,904.61

BUCHANAN INGERSOLL & ROONEY PC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22767	TOTAL:	\$47,075.00	\$187.50	\$46,884.98	\$187.50

CAMPBELL & LEVINE, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22833	TOTAL:	\$148,695.50	\$16,218.71	\$148,695.50	\$16,218.71

CAPLIN & DRYSDALE, CHARTERED					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22830	TOTAL:	\$1,428,760.50	\$216,903.42	\$1,428,568.50	\$216,159.35

CAPSTONE ADVISORY GROUP, LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23263	TOTAL:	\$195,700.00	\$593.58	\$195,700.00	\$593.58

CASNER & EDWARDS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22708	TOTAL:	\$35,963.50	\$41,303.79	\$35,963.50	\$41,303.79

CHARTER OAK FINANCIAL CONSULTING LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22831	TOTAL:	\$44,357.50	\$0.00	\$44,357.50	\$0.00

DAY PITNEY LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23201	TOTAL:	\$25,040.00	\$53.36	\$25,040.00	\$53.36

DUANE MORRIS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22874	TOTAL:	\$175,331.00	\$4,115.23	\$175,331.00	\$3,835.98

FERRY JOSEPH & PEARCE, P.A.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22799	TOTAL:	\$97,953.50	\$3,512.22	\$97,953.50	\$3,512.22

FOLEY HOAG LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22980	TOTAL:	\$147,015.75	\$3,142.61	\$147,015.75	\$3,142.61

HAMILTON, RABINOVITZ & ALSCHULER, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22811	TOTAL:	\$1,562.50	\$0.00	\$1,562.50	\$0.00

HOLME ROBERTS & OWEN, LLP (31 st Interim Period) ¹					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23511	TOTAL:	\$2,379.50	\$4,685.54	\$2,379.50	\$4,685.54

KIRKLAND & ELLIS, LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23030	TOTAL:	\$6,993,800.50	\$2,316,977.21	\$6,594,833.00	\$2,315,190.63

¹ The Thirty-First Interim Period covers October through December, 2008.

KRAMER LEVIN NAFTALIS & FRANKEL LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22753	TOTAL:	\$215,996.50	\$5,645.60	\$215,996.50	\$5,645.60

LEGAL ANALYSIS SYSTEMS, INC.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22832	TOTAL:	\$154,137.50	\$0.00	\$154,137.50	\$0.00

OFFICIAL COMMITTEE OF ASBESTOS PERSONAL INJURY CLAIMANTS					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22828	TOTAL:	\$0.00	\$90.00	\$0.00	\$90.00 ²

OGILVY RENAULT LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22719	TOTAL:	CDN\$32,882.00	CDN\$211.78	CDN\$32,882.00	CDN\$211.78

ORRICK, HERRINGTON & SUTCLIFFE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23243	TOTAL:	\$1,300,578.75	\$44,857.50	\$1,295,685.75	\$44,857.50

PACHULSKI STANG ZIEHL & JONES LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23155	TOTAL:	\$153,716.75	\$137,556.03	\$153,544.75	\$137,556.03

² All expenses are for Committee Member, Motley Rice, LLC.

PIPER JAFFREY & CO.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23244	TOTAL:	\$140,000.00	\$136.20	\$140,000.00	\$136.20

PRICEWATERHOUSECOOPERS LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22765	TOTAL:	\$444,099.25	\$4,520.51	\$444,099.25	\$4,520.51

PRICEWATERHOUSECOOPERS LLP (Darex 2007 Puerto Rico Audit)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22523	TOTAL:	\$36,647.48	\$78.81	\$36,647.48	\$78.81

PRICEWATERHOUSECOOPERS LLP (Darex 2008 Puerto Rico Audit)					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23367	TOTAL:	\$51,264.56	\$40.00	\$51,264.56	\$40.00

REED SMITH LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22716	TOTAL:	\$167,206.50	\$41,537.15	\$167,206.50	\$41,537.15

ALAN B. RICH					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22759	TOTAL:	\$175,317.50	\$15,682.72	\$173,880.00	\$15,682.72

HON. ALEXANDER M. SANDERS, JR.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22757	TOTAL:	\$25,020.00	\$747.20	\$25,020.00	\$747.20

SAUL EWING LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23719	TOTAL:	\$68,383.00	\$8.10	\$67,440.00	\$8.10

WARREN H. SMITH & ASSOCIATES, P.C.					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22751	TOTAL:	\$58,277.00	\$716.34	\$58,277.00	\$716.34

STEPTOE & JOHNSON LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23693	TOTAL:	\$12,366.50	\$69.00	\$12,366.50	\$69.00

STROOCK & STROOCK & LAVAN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22869	TOTAL:	\$654,188.75	\$16,935.11	\$653,243.75	\$16,935.11

TOWERS PERRIN TILLINGHAST					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23470	TOTAL:	\$1,322.50	\$0.00	\$1,322.50	\$0.00

TRE ANGELI LLC					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23471	TOTAL:	\$130,000.00	\$514.13	\$130,000.00	\$514.13

VENABLE LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
23698	TOTAL:	\$709,294.00³	\$6,405.06	\$706,595.00	\$6,405.06

WOODCOCK WASHBURN LLP					
Fee Application Docket No.		Total Fees Requested	Total Expenses Requested	Fees Allowed on Interim Basis	Expenses Allowed on Interim Basis
22792	TOTAL:	\$7,611.00	\$950.00	\$7,611.00	\$950.00

³ Of this amount, Venable has already been paid fees and expenses totaling \$320,268.80 pursuant to the terms of the OCP Order. Venable's fees and expenses in excess of amounts authorized by the OCP Order total \$395,430.26.